

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	:	
	:	<b>Chapter 11</b>
	:	
<b>W.R GRACE &amp; CO., <u>et al.</u></b>	:	<b>Case No. 01-01139 (JJF)</b>
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
	:	
	:	

**AFFIDAVIT**

STATE OF NEW YORK    )

) ss. :

COUNTY OF NEW YORK )

Pamela Zilly being duly sworn, deposes and says:

1.       I am a Senior Managing Director of the firm of The Blackstone Group L.P. ("Blackstone"), which firm maintains offices for providing financial advisory services at 345 Park Avenue, New York, New York 10154. Blackstone is acting as Financial Advisor for the above captioned debtors and debtors in possession (collectively, the "Debtors") in the captioned case.

2.       This affidavit is submitted pursuant to Delaware Bankruptcy Local Rule 2016-2 in connection with Blackstone's Second Monthly Fee Application (the "Second Application") for an allowance of compensation for services rendered to the Debtors for the period from July 1, 2001 through July 31, 2001 (the "Second Application Period") in the amount of (i) \$175,000.00 in monthly fees and (ii) the reimbursement of expenses incurred in connection therewith in the sum of \$3,504.53.

3. All of the services for which compensation is sought by Blackstone were performed for and on behalf of the Debtors and not on behalf of any other person or stakeholder.

4. No agreement or understanding exists between Blackstone and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

5. I have reviewed and I understand the requirements of Delaware Bankruptcy Local Rule 2016-2 and I believe that this Second Application fully complies with all provisions contained in said Order.

By: Pamela Zilly  
Pamela Zilly  
Senior Managing Director

Sworn to before me this  
23<sup>rd</sup> day of August 2001

Joelle Gaister  
Notary Public

*Joelle Gaister*  
Notary Public, State of New York  
No. 01GE6047628  
Qualified in New York County  
Commission Expires September 3, 2002